

These Bylaws were adopted at an organizing meeting held at Edina Senior Center on Wednesday October 1, 2014 at 6:30 PM. All 713 households within the CPNA boundaries were notified of the September 17, 2014 kick-off meeting by official postcard mailing. 46 residents attended the kickoff meeting and unanimously agreed to form a neighborhood association. 9 residents attended the October 1st meeting to review and approve the Bylaws.

Chowen Park Neighborhood Association (CPNA) Bylaws

1.0 NAME

The name of the Association is the Chowen Park Neighborhood Association (CPNA).

2.0 PURPOSE

The purpose of the CPNA is to promote a better neighborhood environment, to encourage involvement of residents in decisions proposed by the Edina City Council and other government entities, and to designate a member(s) to represent the residents and owners of CPNA and their cares and concerns to the City of Edina. The CPNA is a non-partisan organization.

3.0 NEIGHBORHOOD BOUNDARIES

As recognized by the City of Edina, the Chowen Park neighborhood is bounded by Minnehaha Creek to the north, Xerxes Ave to the east, West 60th street to the south, and France Ave to the west.

4.0 MEMBERSHIP

Meetings of the CPNA are open to all residents, businesses, and owners of property within the Chowen Park Neighborhood and other invited guests.

Voting rights at these meetings and on CPNA matters are given to all property owners in the CPNA who are at least 18 years of age. Any legal entity that owns a parcel has one membership vote for that parcel. There shall be no fee required to exercise membership rights.

5.0 STEERING COMMITTEE

Members of the CPNA shall form a Steering Committee of no fewer than seven (7) active members of the CPNA. All such positions are voluntary and unpaid. The term of office shall be two (2) years and a member of the Steering Committee may serve additional terms. The Steering Committee shall attempt to stagger terms to ensure continuity with the committee.

- 5.1** The Steering Committee shall plan and lead all CPNA meetings, take action between meetings on issues identified at the Annual Meeting, and act on time-sensitive matters in accordance with the agreement of a majority of its members.
- 5.2** The Steering Committee shall designate one of its members as Secretary to keep minutes of its meetings and all meetings of the CPNA, and shall make such minutes available to CPNA members at the Annual Meeting or upon request
- 5.3** All Steering Committee members must be property owners within the Chowen Park Neighborhood. If they no longer own property in the neighborhood, they must resign from the Steering Committee.
- 5.4** If a Steering Committee member resigns, causing the number of members to fall below the minimum, the remaining Steering Committee members shall recruit another CPNA member to fulfill the remainder of the term. Such replacement shall require majority approval of the members in attendance.
- 5.5** Neighborhood residents will indemnify and hold harmless any Steering Committee member from any suit, damage, claim, judgement or liability arising out of or asserted to arise out of conduct of such person in his or her capacity as a member of the Steering Committee performing services for the CPNA, except in cases involving willful misconduct.
- 5.6** Members of the CPNA Steering Committee should be personally committed to the mission of the organization, willing to volunteer sufficient time and resources (e.g., paper, printing) to help achieve the Association's mission.

6.0 REMOVAL FROM STEERING COMMITTEE

A Steering Committee member may be removed from office if 4/5 of the Steering Committee votes to remove such member. Upon removal, a new member shall be recruited by the Steering Committee to serve the remainder of the vacant Steering Committee member's term.

7.0 CONFLICT OF INTEREST

Steering Committee members are responsible for administering the affairs of the CPNA prudently and honestly, and for exercising their best care, skill, and judgment for the sole benefit of the CPNA. Steering Committee members shall not use their position with the CPNA for personal benefit. The interests of the Association must be the first priority in all decisions and actions. Any CPNA member, whether a Steering Committee member or general member, who has

received a donation or other benefit from any individual, business, or other entity to be impacted from an impending decision of the CPNA, shall recuse himself or herself and shall not vote regarding such a matter.

8.0 SUBCOMMITTEES

The Steering Committee may designate subcommittees as necessary to address neighborhood issues or plan neighborhood events. Membership in CPNA is necessary to be appointed to a subcommittee.

9.0 ANNUAL MEETING

The CPNA shall hold at least one neighborhood meeting annually. Notice of the date and time shall be emailed, delivered, and/or mailed to each resident in the Chowen Park neighborhood no fewer than two (2) weeks before the meeting. The business of the Annual Meeting shall be the election of Steering Committee member(s), discussion and prioritization of neighborhood issues, and planning of other neighborhood events.

The Steering Committee shall schedule the date, time and location of the annual meeting. Unless otherwise determined, the Annual Meeting shall be held at the Edina City Hall each fall.

10.0 REGULAR MEETINGS

Regular meetings will be scheduled by the Steering Committee based on the needs or concerns of the CPNA members. All meetings will be announced at least two (2) weeks in advance.

11.0 SPECIAL MEETINGS

Special meetings of the CPNA may be called by a majority of Steering Committee members to address time-sensitive issues. Actions taken at the Special Meeting shall be in accordance with the majority interest of the CPNA members and shall be reported at the next regularly scheduled meeting.

12.0 VOTING

All actions taken by the CPNA shall be by majority vote of those members present at a meeting. Voting by proxy is not allowed. There are no minimum quorums.

13.0 USE OF THE CPNA NAME

The CPNA name may not be used in connection with a solicitation for a donation, whether financial or in-kind, or be used in connection with another group/organization/event without prior approval of the CPNA Steering

Committee.

14.0 NEIGHBORHOOD NOTIFICATION OF EVENTS

CPNA flyers may be created and distributed with approval of the Steering Committee to publicize CPNA meetings, events, or other activities supported by the CPNA. Online tools, including but not limited to City of Edina website and NextDoor.com may also be used to communicate among CPNA members. CPNA volunteers shall make best efforts to let all residents know of the event.

15.0 AMENDMENT OF BYLAWS

These Bylaws may be amended by a 2/3 vote by members present at a meeting.

16.0 NON-DISCRIMINATION

The CPNA will not discriminate based on race, color, creed, religion, age, gender, sexual orientation, gender expression, marital status, disability, status with regard to public assistance, familial status, or national origin in connection to employment, housing and real property, public accommodations, public services, credit, and education. Any violation herein can be cause for immediate dismissal from the CPNA Steering Committee.

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